



Board of Governors
Open Session Minutes

Friday, October 12, 2018
2-31 South Academic Building (SAB)
8:00 AM - 12:00 PM

ATTENDEES:

Voting Members:

Michael Phair	Appointed Chair, General Public
Lynn Parish	Appointed Vice-Chair, General Public
Matthew Barnett	Appointed Member, Non-Academic Staff Representative (NASA Appointee)
Mary Pat Barry	Appointed Member, University of Alberta Alumni Association Representative
Katherine Binhammer	Appointed Member, Academic Staff Representative (GFC Appointee)
Charlene Butler	Appointed Member, University of Alberta Senate Representative
David Cooper	Appointed Member, Academic Staff Representative (AASUA Appointee)
Levi Flaman	Appointed Member, Undergraduate Board of Governors Representative
Dominique Grégoire	Appointed Member, General Public
Reed Larsen	Appointed Member, President (Students' Union)
Kirk MacLeod	Appointed Member, General Public
Ray Muzyka	Appointed Member, General Public
Lynne Paradis	Appointed Member, General Public
Zahra Somani	Appointed Member, General Public
Sheri Somerville	Appointed Member, General Public
Douglas Stollery	Appointed Member, Chancellor
David Turpin	Appointed Member, President and Vice-Chancellor
Sasha van der Klein	Appointed Member, President, Graduate Students' Association

Non-Voting Officials Appointed by the President:

Steven Dew	Provost and Vice-President (Academic)
Marion Haggarty-France	University Secretary
Brad Hamdon	General Counsel
Gitta Kulczycki	Vice-President (Finance and Administration)
Heather McCaw	Vice-President (Advancement)
Matthias Ruth	Vice-President (Research)
Andrew Sharman	Vice-President (Facilities and Operations)
Catherine Swindlehurst	Chief of Staff (President's Office)
Juli Zinken	Board Secretary and Manager of Board Services

Regrets:

Jacqui Tam	Vice-President (University Relations)
Owen Tobert	Appointed Member, General Public
Glenn Stowkowy	Appointed Member, University of Alberta Alumni Association Representative

Presenters:

Francis Whiskeyjack	Elder, Saddle Lake First Nation
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Staff:

Erin Plume, Assistant Board Secretary

OPENING SESSION

The Chair called the meeting to order at 8:00 a.m. He welcomed members and guests and acknowledged all Indigenous peoples and the traditional lands on which the Board was gathered.

The Chair then welcomed Elder Francis Whiskeyjack to the meeting, and Mr Whiskeyjack provided introductory remarks and led the Board in a traditional opening prayer.

Following the prayer, the Chair thanked Mr Whiskeyjack for bringing his teachings to the Board.

1. Chair's Session

Presenter(s): Michael Phair

1a. Call to Order and Confirmation of Quorum

Presenter(s): Michael Phair

The Board Secretary confirmed that the attendance constituted quorum.

1b. Approval of Open Session Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session agenda as presented.

CARRIED

1bi Review of Consent Agenda

Presenter(s): Michael Phair

The Chair invited members to inform him if there were any requests to remove an item from the Open Session Consent Agenda. He noted that two items recommended by the Finance and Property Committee (Items 4bi and 4bii) required minor changes following the committee's recommendation, that the committee was appraised of these changes, and that the committee Vice-Chair was comfortable with the items proceeding to the Board with changes noted.

1c. Conflict of Interest - Opportunity for Declaration

Presenter(s): Michael Phair

The Chair made note of the following:

- The University of Alberta has policy and procedure in place for Conflict of Interest and Conflict of Commitment, and Board members make annual disclosures.
- In addition, Board members must declare any conflict related to the Board Agenda of each meeting and, in the event of such conflict, absent themselves from the discussion and voting on the item.
- The *Post-secondary Learning Act*, Section 16(5) states that: The members of the board must act in the best interests of the university.

The Chair invited members to declare conflicts of interest related to the Open Session Agenda of the meeting. Seeing no declarations, the Chair declared the question asked and answered.

1d. Chair's Remarks

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

The Chair informed members that this would be David Cooper's last Board of Governors' meeting as Dr Cooper's term expired on October 11, 2018. He noted that although Dr Cooper is currently serving his 90-day override period until the Minister appoints his replacement, he would not be available to attend the next Board meeting so has effectively completed his term with the Board of Governors. The Chair led members in thanking Dr Cooper for his service and commitment to the Board.

The Chair also acknowledged that this would be Heather McCaw's last Board meeting after three years as Vice-President (Advancement), and members recognized Ms McCaw for her tremendous leadership at the university and support to the Board and its committees.

He then reminded members of the current public member vacancy, noting that Claudette Tardif had unfortunately resigned from the Board for personal reasons, and provided an update on the status of the search process.

The Chair briefed members on recent and upcoming activities, including:

- the Board of Governors' Strategic Retreat, indicating that the final report was still to be distributed and thanking Zahra Somani and Kirk MacLeod for their participation on the retreat ad hoc group;
- the Board of Governors' breakfast meeting with City Council;
- the university's Alumni Weekend celebrations; and
- the upcoming fall convocation and its honorary degree recipients, Brenda McLean, Jeremy Spurgeon, and Dan Hays.

The Chair also briefed members on recent meetings with provincial government officials, including:

- a meeting of Alberta post-secondary institution Board Chairs with the Minister of Advanced Education where they discussed upcoming legislation on student fees, codes of conduct, and Board member orientation modules; and
- a meeting between himself and Bill Moore-Kilgannon, Chief of Staff, Office of the Minister of Advanced Education, where they discussed the Order in Council for refurbishment of Lister Hall, the status of the university's land trust, Strategic Innovation Fund grants, and the university's work to reduce greenhouse gas emissions at the university.

He noted that with these meetings and other recent interactions with provincial politicians, the relationship between the Province and the university was now in a positive place.

At the Chair's invitation, Chancellor Stollery provided an update on the work of the Senate Ad Hoc Committee on Honorary Degrees, informing members that the committee was established to: undertake research into best practices for honorary degrees in Canada and internationally, consult with internal and external stakeholders regarding the honorary degree recipient selection processes, and make recommendations to the Senate in early 2019. He reviewed the ad hoc committee composition, internal consultation with the university's executive team and Deans, and encouraged Board members to participate in a survey on the Senate website.

Finally, at the Chair's invitation, Ms Haggarty-France and the Chancellor provided Board members with an overview of the university's current United Way campaign, speaking of the strengthened sense of community this year and inviting members to participate in the university's upcoming Plasma Car Derby fundraiser.

2. Report of the President

Materials before members are contained in the official meeting file.

Presenter(s): David Turpin

Purpose of the Proposal: For information / discussion.

Discussion:

In addition to his written report, President Turpin provided verbal points of interest to the Board on: the forthcoming opening of the Aga Khan Garden, acknowledging Zahra Somani, Andrew Sharman, and Heather McCaw for their work on the event; the Board/GFC/Senate Joint Summit, scheduled for January 25, 2019; the recently announced Signature Areas of research and teaching: Precision Health, Energy Systems, and Research at the Intersections of Gender; continued federal government advocacy for further investment in the recommendations of the fundamental science review; and recent scholarship and research achievements by members of the university community.

In response to a request from a Board member, Dr Rodgers provided an update on status of the university's Equity, Diversity and Inclusivity Strategic Plan, reviewing its development and consultation process; five themes: Vision and Leadership, Research, Teaching, Public Service, Workforce (Staff), Students and Student Life, and Climate; and next steps, including a formal launch in February 2019. She responded to questions from the Board regarding gender pay-equity; and whether a module on graduate student supervision would be included as part of the reestablished Dean and Chair School.

The Chair responded to a question from a Board member regarding whether the upcoming legislation on student fees would include non-instructional fees.

3. Report from the University Secretary

Presenter(s): Marion Haggarty-France

Purpose of the Proposal: For information / discussion.

Discussion:

Ms Haggarty-France provided an update on upcoming opportunities for board development and orientation, including in-person orientation sessions hosted by the Ministry of Advanced Education, and the third annual Field Law Post-Secondary Summit. She encouraged members to read the Association of Governing Board's "Top Strategic Issues for Boards 2018-2019" publication distributed at the meeting.

CONSENT AGENDA

4. Approval of the Consent Agenda

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

Action Items

- 4a. Approval of the Open Session Minutes of June 15, 2018

- 4b. Report of the Finance and Property Committee
- 4bi. Land disposition: Long-Term Lease (Utility Right-of-Way) - Mattheis Ranch
- 4bii. Land disposition: Long-Term Lease (Utility Right-of-Way) - University of Alberta Botanic Garden
- 4c. Report of the Human Resources and Compensation Committee
- 4ci. Appointment to the Universities Academic Pension Plan Board of Trustees
- 4d. Report of the Board Chair
- 4di. Committee Appointments
- Information Reports
- 4e. Report of the Board Audit and Risk Committee
- 4f. Report of the Finance and Property Committee
- 4g. Report of the Human Resources and Compensation Committee
- 4h. Report of the Investment Committee
- 4j. Report of the Reputation and Public Affairs Committee
- Regular Reports
- 4k. Chancellor's Report
- 4l. Alumni Association
- 4m. Students' Union
- 4n. Graduate Students' Association (including 2017-18 Financial Statements)
- 4o. Association of Academic Staff
- 4p. Non-Academic Staff Association
- 4q. General Faculties Council
- 4r. Board Chair and Board Members Activity Report

The motion was moved and seconded.

THAT the Board of Governors approve the Open Session Consent Agenda, as presented.

CARRIED

DISCUSSION ITEMS

5. Report of the Finance and Property Committee

Presenter(s): David Cooper

5a. Development of 2018-19 Key Budget Drivers

Materials before members are contained in the official meeting file.

Presenter(s): David Cooper; Gitta Kulczycki

Purpose of the Proposal: To develop a list of key budget items for which BFPC and the Board will receive regular updates.

Discussion:

Dr Cooper introduced the item, informing Board members that the list of budget drivers was developed by the Finance and Property Committee at its September meeting to guide future budget briefings at this year's committee and Board meetings.

Ms Kulczycki reviewed the list of budget drivers, indicating that the drivers were relevant not only to the development of the 2019-20 budget cycle, but also to future budget cycles. She indicated that the Finance and Property Committee intended to have a standing item on its agendas related to budget development and that specific drivers would be addressed at that point as needed. President Turpin encouraged Board members to consider attending future committee meetings if they had questions regarding the budget or budget process.

Ms Kulczycki responded to a question from the Board regarding the definition of "planning parameters" and how these general categories would help the Board.

6. Report of the Board Chair

Presenter(s): Michael Phair

6a. Update on Implementation of Recommendations of the 2018 Board Working Group (no documents)

Presenter(s): Michael Phair; Marion Haggarty-France

Discussion:

The Chair provided an update on the Board Working Group recommendations that had been implemented since the June 2018 Board meeting, including: the renaming of the Board Audit Committee to the Board Audit and Risk Committee and the Board University Relations Committee to the Board Reputation and Public Affairs Committee; the introduction of agenda planning meetings with committee chairs and administration to address the Board's desire for more involvement during the evolution of issues; the initiation of work to review processes related to Board oversight of institutional risks; and efforts to elevate discussion to a strategic level at meetings of the Reputation and Public Affairs Committee and Learning and Discovery Committee. He thanked committee chairs, members, and administration for their work in implementing these changes.

The Chair then provided an update on the work of the Board Ad Hoc Group on Committee Mandates and Membership (BAGMM), thanking BAGMM members, Reed Larsen, Sheri Somerville, and former Board member, Dick Wilson, for their work to date. He reminded the Board that BAGMM's mandate was to drive the implementation of committee-restructuring recommendations made by the Board Working Group and noted that the following work was underway: continued work on committee mandates to fulfil the Board Working Group's recommendations for the transferring of Safety, Health and Environment Committee's mandate to other Board committees; consultation with committees in November for input on their mandate statements; consultation with the President and senior team to implement some of the Board Working Group's recommendations regarding delegations of authority; and, beginning in the New Year, revisions to committee Terms of Reference based on these components.

ACTION ITEMS

7. Report of the Board Ad Hoc Group on Committee Mandates and Membership

Presenter(s): Michael Phair

7a. Board Governance Committee Terms of Reference

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

Purpose of the Proposal: To seek Board of Governors approval of Terms of Reference for a Board Governance Committee, a new standing committee of the Board charged with enhancing board governance integrity and performance by overseeing the effectiveness, impact, organization, and procedures of the Board of Governors.

Discussion:

The Chair introduced the item, informing the Board that the establishment of a governance committee is considered a governance best-practice for governing boards, and that the proposed Terms of Reference are intended to guide the committee in its support of the Board's governance requirements and responsibilities as outlined in legislation, and in overseeing Board and committee alignment with the institutional strategic plan. He thanked Lynn Parish for her help thinking through this proposal and indicated that he would soon begin approaching Board members to sit on the committee, with a goal that initial meetings of the committee would take place in early 2019.

The Chair and University Secretary responded to questions from Board members regarding: the committee's role in equity, diversity, and inclusion and whether that should be incorporated into the Terms of Reference; whether the committee's composition is intentionally broad; and which Board committee currently reviews Board policies.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of the Board Chair and the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed Terms of Reference for a Board Governance Committee, as set forth in Attachment 1, with implementation of the mandate to take effect once the committee is operational.

CARRIED

7b. Principles to Guide Board Committee Composition

Materials before members are contained in the official meeting file.

Presenter(s): Michael Phair

Purpose of the Proposal: To seek Board of Governors approval of principles to guide future decisions regarding Board of Governors standing committee composition.

Discussion:

The Board engaged in a discussion regarding the principle of inclusion and whether the proposed restricted membership categories from which committee Chairs could be selected was reflective of that principle. Members discussed the perception of public member independence; potential difficulties some Board members might have navigating conflicts of interest if they were Chair; how potential conflicts could be managed or mitigated; and whether Principle 2 already addressed concerns regarding Chair independence and conflict of interest.

Following the discussion, the Board asked the Board Ad Hoc Group on Committee Mandates and Membership to reconsider that portion of the proposal and return to a future Board meeting with proposed revisions.

The motion was moved and seconded.

THAT the Board of Governors, on the recommendation of the Board Chair and the Board Ad Hoc Group on Committee Mandates and Membership, approve the proposed *Principles for Board of Governors Standing Committee Composition*, as set forth in Attachment 1, effective immediately, to guide future decisions regarding the composition of Board standing committees.

DEFERRED

CLOSING SESSION

8. Other Business

Presenter(s): Michael Phair

There was no other business.

9. Adjournment

Presenter(s): Michael Phair

The Chair adjourned the Open Session at 9:40 am.